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March 6, 2015

VIA ECF

Honorable A. Kathleen Tomlinson, U.S.M.J.
United States District Court
Eastern District of New York
100 Federal Plaza
Courtroom 910
Central Islip, NY 11722

Re: Cumberland Farms, Inc., et al. v. Medford Development Corp., et al.
Case No.: 2:15-cv-00580 (LDW)(AKT)

Dear Judge Tomlinson:

This firm represents Plaintiff Cumberland Farms and Gulf Oil Limited Partnership ("Gulf") in the above-captioned matter. This matter concerns personal guarantees regarding franchise agreements in bankruptcy where the guarantors have not filed for bankruptcy. The parties in the underlying bankruptcies have notified the Hon. Alan Trust, U.S. Bankruptcy Judge, that a tentative global settlement has been reached. I enclose Judge Trust's Order signed today reflecting this development. The parties therefore respectfully request that all deadlines and hearings be adjourned and held in abeyance pending final resolution of the underlying matters.

Respectfully submitted,

/s/ Bruce S. Rosen
Bruce S. Rosen

BSR/ckc

Enclosure

cc: all counsel on record (via ecf)

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

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In re:

Chapter 11

Medford Development Corp.

Case No.: 14-75666-ast

Debtors.

(Jointly Administered)

-----X

In re:

Medford Development Corp.

Case No.: 14-75666-ast

Airport Development Corp.

Case No.: 14-75683-ast

Wheeler Development LLC

Case No.: 14-75668-ast

Smithtown Development Corp.

Case No.: 14-75669-ast

Brentwood Development Corp.

Case No.: 14-75670-ast

Ronkonkoma Development Corp.

Case No.: 14-75676-ast

Islandia Development Corp.

Case No.: 14-75677-ast

Oceanside Enterprises Inc.

Case No.: 14-75678-ast

Islip Development Corp.

Case No.: 14-75679-ast

Westbury Enterprises Inc.

Case No.: 14-75680-ast

Debtors.

(Jointly Administered)

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STANDSTILL STIPULATION AND ORDER

WHEREAS, on December 24, 2015, Medford Development Corp. and its related entities (collectively, the “Debtors”),¹ the above-referenced debtors and debtors-in-possession, filed separate voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

¹ The Debtors, with associated case numbers, are as follows: (1) Medford Development Corp.; (2) Motor Parkway Enterprises, Inc.; (3) Airport Development Corp.; (4) Wheeler Development LLC; (5) Smithtown Development Corp.; (6) Brentwood Development Corp.; (7) Holbrook Development Corp.; (8) Carman Development Corp.; (9) Maple Avenue Hauppauge Dev. Corp.; (10) Port Jefferson Development Corp.; (11) Ronkonkoma Development Corp.; (12) Islandia Development Corp.; (13) Oceanside Enterprises Corp.; (14) Islip Development Corp.; and (15) Westbury Enterprises Inc.

WHEREAS, on January 9, 2015, the Court entered an order jointly administering the Debtors' cases.

WHEREAS, on January 13, 2015, the Debtors filed a motion for an order: (i) authorizing and approving the sale (the "Sales") of substantially all of certain Debtors assets, including of sale procedures and assignment procedures, subject to higher and better offers; (ii) authorizing the Debtors to assume and assign certain executory contracts and unexpired leases; and (iii) extending the Debtors' time to assume or reject executory contracts and unexpired leases (the "Sale Motion").²

WHEREAS, by order (the "Procedures Order"), dated January 30, 2015, the Court establish bid procedures related to the Sale Motion, including setting the date for the Sales as February 25, 2015.

WHEREAS, by order (the "Amended Procedures Order"), dated February 20, 2015, the Court amended the Procedures Order, including adjourning the date of Sales until March 9, 2015.

WHEREAS, the Debtors, New York Commercial Bank ("NYCX") and Gulf Oil Limited Partnership, on behalf of Cumberland Farms, Inc. ("Gulf") engaged in informal negotiations related to the Sales Motion and the Gulf Debtors.

WHEREAS, the Debtors, NYCX, and Gulf have reached a tentative global settlement, but require additional time to finalize the terms.

² The Sale Motion relates to the following Debtors only: (1) Medford Development Corp.; (2) Oceanside Development Corp.; (3) Islip Development Corp.; (4) Islandia Development Corp.; (5) Smithtown Development Corp; (6) Westbury Enterprises, Inc.; (7) Ronkonkoma Development Corp; (8) Brentwood Development Corp.; and (9) Airport Development Corp.; and (10) Wheeler Development LLC (collectively, the "Gulf Debtors").

WHEREAS, the Debtors, NYCX, and Gulf have agreed to adjourn all actions presently pending between the parties, including but not limited to, the Sales Motion, adversary proceedings presently pending before the Bankruptcy Court, and all actions and/or appeals presently pending before the District Court.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED:

1. All proceedings between the Debtors, NYCX and Gulf, including but not limited to, the Sales Motion and adversary proceedings presently pending before the Bankruptcy Court, are stayed pending final resolution of the Sales Motion.

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2. The Sales are adjourned until **March 18, 2015**. The hearing to approve the Sales is adjourned until **March 20, 2015 at 9:30 a.m.** The Sales must close on or before **March 30, 2015**. All other deadlines are adjourned ten (10) days, unless otherwise provided by stipulation or further order of the Court.

Dated: March 6, 2015

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NO OBJECTIONS:

s/ Christine H. Black
Office of the United States Trustee

SO ORDERED:

Dated: March 6, 2015
Central Islip, New York



Alan S. Trust
Alan S. Trust
United States Bankruptcy Judge